

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

KLEEN PRODUCTS LLC; R.P.R. ENTER-  
PRISES, INC.; MIGHTY PAC, INC.; FER-  
RARO FOODS OF NORTH CAROLINA,  
LLC; DISTRIBUTORS PACKAGING  
GROUP, LLC; RHE HATCO, INC.; THULE,  
INC.; and CHANDLER PACKAGING, INC.,  
individually and on behalf of all those similarly  
situated,

Plaintiffs,

v.

PACKAGING CORPORATION OF AMERI-  
CA; INTERNATIONAL PAPER; CASCADES  
CANADA, INC.; NORAMPAC HOLDINGS  
U.S. INC.; WEYERHAEUSER COMPANY;  
GEORGIA PACIFIC LLC; TEMPLE-  
INLAND INC; TIN INC.; and SMURFIT-  
STONE CONTAINER CORPORATION,

Defendants.

Case No. 1:10-cv-05711

Hon. Milton I. Shadur

**DEFENDANT TEMPLE-INLAND INC.'S  
MOTION TO DISMISS UNDER FED. R. CIV. P. 12(b)(6)**

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, defendant Temple-Inland Inc. ("Temple-Inland") respectfully moves to dismiss the Consolidated and Amended Complaint (the "Complaint") on two primary grounds:

- (1) Generally, the Complaint fails to state a claim against defendants under *Bell Atlantic Corp. v. Twombly*, 550 U.S. 544 (2007), and *Ashcroft v. Iqbal*, 129 S. Ct. 1937 (2009).
- (2) More specifically, the Complaint—including documents incorporated by reference—affirmatively alleges that Temple-Inland *increased output* through the class period. Such an allegation is flatly inconsistent with any general claim that Temple-Inland participated in a conspiracy to reduce capacity, and renders any such claim facially implausible.

In support of this motion, and incorporated by reference herein, Temple-Inland submits

- (1) Defendants' Joint Memorandum of Law in Support of Defendants' Motions To Dismiss, and

(2) Temple-Inland's Individual Memorandum of Law in Support of Its Motion to Dismiss Under Fed. R. Civ. P. 12(b)(6).

WHEREFORE, Temple-Inland respectfully requests that the Court dismiss the Complaint in its entirety, with prejudice, and grant Temple-Inland other relief as this Court deems just and proper.

Dated: January 14, 2011

Respectfully submitted,

TEMPLE-INLAND INC.

By: /s/ Andrew S. Marovitz  
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**CERTIFICATE OF SERVICE**

The undersigned certifies that on January 14, 2011, a true and correct copy of the foregoing **DEFENDANT TEMPLE-INLAND INC.'S MOTION TO DISMISS UNDER FED. R. CIV. P. 12(B)(6)** was electronically filed with the Clerk of the Court for the United States District Court for the Northern District of Illinois using the Court's CM/ECF system, which will send a notice of electronic filing to all counsel of record.

/s/ Andrew S. Marovitz  
One of the Attorneys for  
Temple-Inland Inc.